UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 22, 2026

POPULAR, INC.

(Exact name of registrant as specified in its charter)

Puerto Rico	001-34084	66-0667416
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification Number)

209 Muñoz Rivera Avenue **Hato Rey, Puerto Rico**	**00918**
(Address of principal executive offices)	(Zip code)

(787) 765-9800
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock ($0.01 par value)	BPOP	The NASDAQ Stock Market
6.125% Cumulative Monthly Income Trust Preferred Securities	BPOPM	The NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Retirement of Javier D. Ferrer as President and Chief Executive Officer

On July 23, 2026, Javier D. Ferrer announced his retirement as President and Chief Executive Officer ("CEO") of Popular, Inc. ("Popular" or the "Corporation"), effective August 31, 2026 (the "Retirement Date"). Mr. Ferrer also announced his retirement as CEO of the Corporation's bank holding company subsidiary, Popular North America, Inc. ("PNA"), and its two banking subsidiaries, Banco Popular de Puerto Rico ("BPPR") and Popular Bank ("PB"), in each case effective on the Retirement Date. Mr. Ferrer has served as CEO of the Corporation since July 2025 and has held various other leadership positions in Popular since October 2014.

In connection with Mr. Ferrer's retirement, on July 22, 2026, the Talent and Compensation Committee (the "Committee") of the Board of Directors of the Corporation (the "Board") determined that Mr. Ferrer will be eligible to receive the following incentive compensation based on his service during the 2026 performance year (the "Awards"):

(i) a $1,620,000 short-term incentive ("STI") cash award upon consideration of the Corporation's and Mr. Ferrer's performance to date in 2026. This amount represents the maximum award for the Corporation's financial results and the target award for the Corporation's strategic priorities and Mr. Ferrer's individual performance, prorated based on the eight full calendar months of employment during 2026. The STI will be payable during the month following the Retirement Date; and

(ii) a $2,600,000 equity award based on Mr. Ferrer's target opportunity under the long-term equity incentive for 2026, prorated based on the eight full calendar months of employment during 2026 and to be granted entirely in shares of restricted stock and having a mandatory vesting period of one-year from the Retirement Date, subject to Mr. Ferrer's continued employment through the Retirement Date and continuous compliance with the Services Agreement (as defined below) and certain restrictive covenants.

The Corporation and Mr. Ferrer entered into an Award Agreement setting forth the terms and conditions of the Awards and providing for continued medical coverage for up to three years (the "Award Agreement"). Under the Award Agreement, Mr. Ferrer will be subject to non-competition and non-solicitation restrictions for a period of one year following the Retirement Date.

The Corporation also entered into a Services Agreement with Mr. Ferrer, pursuant to which Mr. Ferrer will provide consulting services to Popular for a period of twelve months from the Retirement Date to facilitate the transition of the CEO responsibilities to his successor and support other general business initiatives (the "Services Agreement"). The Services Agreement provides for Mr. Ferrer to receive a monthly consulting fee equal to $100,000.

The foregoing descriptions of the Award Agreement and the Services Agreement do not purport to be complete and are qualified in their entirety by their full text, copies of which will be filed as exhibits to the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2026.

Appointment of Jorge J. García as President and Chief Executive Officer

In connection with Mr. Ferrer's retirement, the Board appointed Jorge J. García as President and CEO of the Corporation, succeeding Javier D. Ferrer. Mr. García's appointment will become effective September 1, 2026. Mr. García was also appointed as CEO of PNA, BPPR and PB, in each case effective September 1, 2026.

Mr. García, age 54, has been Executive Vice President and Chief Financial Officer of the Corporation since April 2024. Mr. García served as Senior Vice President, Corporate Comptroller and Chief Accounting Officer of Popular from March 2012 to April 2024. He has served as a Director of BPPR since April 2024. From June 2009 to March 2012, Mr. García served as Senior Vice President and Director of Finance and Accounting of PB, Popular's banking subsidiary in the mainland United States. Mr. García holds a B.B.A. in accounting from the University of Iowa. He has been a member of the Board of Directors of Fundación Banco Popular since July 2026.

There are no arrangements or understandings between Mr. García and any other person pursuant to which Mr. García was selected to serve as CEO. There are no family relationships between Mr. García and any director or executive officer of the Corporation. There are no transactions between the Corporation and Mr. García that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Appointment of Lidio V. Soriano as Chief Financial Officer

In connection with Mr. García's appointment as President and CEO, the Corporation appointed Lidio V. Soriano as Executive Vice President and Chief Financial Officer of the Corporation, succeeding Mr. García. Mr. Soriano's appointment will become effective September 1, 2026.

Mr. Soriano, age 57, has been the Executive Vice President and Chief Risk Officer of the Corporation since August 2011 and a Director of PB since October 2014. He served as a Director of BPPR from October 2014 to September 2019. Prior to joining the Corporation, Mr. Soriano served for 17 years as Chief Financial Officer, Head of Retail Bank and Mortgage Operations, Head of Commercial and Construction Mortgage and Head of Interest Rate Risk, among other positions, for other banks. Mr. Soriano holds a B.Sc. in Computer Engineering from Cornell University and an M.B.A from Tulane University. He has been a member of the Board of Directors of the Puerto Rican League Against Cancer since August 2018.

There are no arrangements or understandings between Mr. Soriano and any other person pursuant to which Mr. Soriano was selected to serve as an executive officer. There are no family relationships between Mr. Soriano and any director or executive officer of the Corporation. There are no transactions between the Corporation and Mr. Soriano that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Appointment of Luis F. Sousa as Chief Risk Officer

In connection with Mr. Soriano's appointment as Executive Vice President and Chief Financial Officer, the Corporation appointed Luis F. Sousa as Executive Vice President and Chief Risk Officer of the Corporation, succeeding Mr. Soriano. Mr. Sousa's appointment will become effective September 1, 2026.

Mr. Sousa has served as Senior Vice President and head of the Credit Risk Management Division since 2019. Prior to this, he was a Vice President in the Credit Risk Management Division leading the Quantitative Analysis and the Puerto Rico Commercial Credit Risk teams, among others. He has over 20 years of experience in the financial industry and has held positions in areas such as Audit and Risk. Sousa holds a B.B.A. in Accounting from the University of Puerto Rico.

There are no arrangements or understandings between Mr. Sousa and any other person pursuant to which Mr. Sousa was selected to serve as an executive officer. There are no family relationships between Mr. Sousa and any director or executive officer of the Corporation.

Retirement of Javier D. Ferrer as a Member of the Board of Directors and Appointment of Jorge J. García as a Member of the Board of Directors

In connection with Mr. Ferrer's retirement, the Corporate Governance and Nominating Committee of the Board was informed of Mr. Ferrer's decision to resign from the Board effective on his Retirement Date. Mr. Ferrer has served as a Director of the Corporation since July 2025. Mr. Ferrer's decision to resign from the Board results from his retirement as CEO of the Corporation effective August 31, 2026 and not from any disagreement with the Corporation on any matter relating to the Corporation's operations, policies or practices.

In connection with Mr. García's appointment as CEO, the Board appointed Mr. García to serve as a Director of the Corporation, effective September 1, 2026.

Item 7.01. Regulation FD Disclosure.

On July 23, 2026, the Corporation issued a press release in connection with the matters described in Item 5.02 of this Current Report on Form 8-K.

A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1 shall not be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended.

99.1	Press Release dated July 23, 2026.
101	Pursuant to Rule 406 of Regulation S-T, the cover page is formatted in Inline XBRL (Inline eXtensible Business Reporting Language).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

	POPULAR, INC. (Registrant)
Date: July 23, 2026	By: **/s/ José R. Coleman Tió** José R. Coleman Tió Executive Vice President and Chief Legal Officer

Exhibit 99.1

POPULAR

Popular Announces Leadership Transition

President and Chief Executive Officer Javier D. Ferrer to Retire

Executive Vice President and Chief Financial Officer Jorge J. García Appointed President and Chief Executive Officer

Lidio V. Soriano Appointed Executive Vice President and Chief Financial Officer

Luis F. Sousa Appointed Executive Vice President and Chief Risk Officer

July 23, 2026

SAN JUAN, Puerto Rico — (BUSINESS WIRE) — Popular, Inc. ("Popular" or the "Company") (NASDAQ: BPOP) announced today that Javier D. Ferrer, the Company's President and Chief Executive Officer, will retire effective August 31, 2026. Jorge J. García, the Company's Executive Vice President and Chief Financial Officer, will succeed Ferrer as President and Chief Executive Officer and a member of the Board.

In connection with this appointment, Lidio V. Soriano, Executive Vice President and Chief Risk Officer, has been named Executive Vice President and Chief Financial Officer and Luis F. Sousa, Senior Vice President and head of the Credit Risk Management Division, has been named Executive Vice President and Chief Risk Officer, effective September 1, 2026.

Richard L. Carrión, Chairman of Popular's Board of Directors, said, "On behalf of the Board, I would like to extend our gratitude to Javier for his years of leadership and dedication to Popular. Since Javier joined the Company in 2014, he helped shape our strategic direction and played a pivotal role in executing our Transformation program to provide clients with more personalized and accessible services, increase employee performance and satisfaction and generate sustainable profitable growth and value for our shareholders. We wish him all the best in his well-deserved retirement."

"Jorge is an experienced executive and tenured member of Popular's leadership team, having served in executive roles for more than a decade," Carrión added. "His financial acumen and genuine concern for Popular and its people have earned him the respect and trust of colleagues across the Company. He has a deep understanding of our business and our industry, and the Board is confident in his ability to seamlessly step into this role and continue shaping our strategy moving forward."

Carrión continued, “Lidio brings the ideal combination of experience, judgment, and financial leadership to the role of CFO. As Chief Risk Officer, Lidio has played a key role in the Company’s capital, risk management, and strategic planning processes. We are also pleased to welcome Luis to Popular’s leadership team. During his tenure leading the Credit Risk Management Division, Luis has strengthened the Company’s credit risk management framework and oversight capabilities. His expertise and industry experience will be of great value as we continue to enhance our risk management organization. These appointments reflect a thoughtful succession plan developed by the Board and demonstrate the depth, experience, and strength of our leaders.”

Ferrer said, “It has been an honor to serve Popular and work alongside a team so deeply committed to our clients, communities and shareholders. I am especially grateful to our employees for their support, trust and dedication throughout my years at Popular. I am proud of what we have accomplished together and the momentum it creates for Popular’s future. I also want to thank Jorge for his partnership over the years. I know his leadership will guide Popular forward with strength, purpose and care. As I begin this next chapter, I look forward to focusing on my health and spending meaningful time with my family and close friends.”

García said, “I am honored by the opportunity to serve as CEO. Popular is a trusted financial partner with a long, proud history, shaped by the many leaders who have helped craft the institution it is today. I want to thank Javier for his guidance and collaboration over the years. His vision and energy have shaped our path forward in meaningful ways. I look forward to working closely with the rest of the leadership team and colleagues across the organization to build on that legacy and continue executing our strategic plan.”

About Jorge J. García

García has served as Executive Vice President and Chief Financial Officer of Popular since April 2024. Prior to this, he served in multiple other leadership roles across Popular including Senior Vice President, Corporate Comptroller and Chief Accounting Officer of Popular from 2012 to 2024; Senior Vice President and Director of Finance and Accounting of Popular Bank, Popular’s banking subsidiary in the United States, from 2009 to 2012; and Vice President of Strategic Planning and Analysis of Popular Bank from 2005 to 2009. García holds a B.B.A. in Accounting from the University of Iowa.

About Lidio V. Soriano

Soriano has served as Executive Vice President and Chief Risk Officer of Popular since 2011. Prior to joining Popular, he served for 17 years as Head of Commercial and Construction Mortgage and Head of Interest Rate Risk, among other positions, for other banks in Puerto Rico. Soriano holds a B.Sc. in Computer Engineering from Cornell University and an M.B.A from Tulane University.

About Luis F. Sousa

Sousa has served as Senior Vice President and head of the Credit Risk Management Division since 2019. Prior to this, he was a Vice President in the Credit Risk Management Division leading the Quantitative Analysis and the Puerto Rico Commercial Credit Risk teams, among others. He has over 20 years of experience in the financial industry and has held positions in areas such as Audit and Risk. Sousa holds a B.B.A. in Accounting from the University of Puerto Rico.

Second Quarter 2026 Financial Results

In a separate press release issued today, Popular reported second quarter 2026 financial results. The Company will hold a conference call to discuss the financial results today at 11:00 a.m. Eastern Time. The call will be broadcast live over the Internet and can be accessed through the investor relations section of the Company's website: www.popular.com.

Following the live webcast, a replay will be archived in the investor relations section of Popular's website.

About Popular, Inc.

Popular, Inc. (NASDAQ: BPOP) is the leading financial institution by both assets and deposits in Puerto Rico and ranks among the top 50 U.S. bank holding companies by assets. Founded in 1893, Banco Popular de Puerto Rico, Popular's principal subsidiary, provides retail, mortgage and commercial banking services in Puerto Rico and the U.S. and British Virgin Islands, as well as auto and equipment leasing and financing in Puerto Rico. Popular also offers broker-dealer and insurance services in Puerto Rico through specialized subsidiaries. In the mainland United States, Popular provides retail and commercial banking services through its New York-chartered banking subsidiary, Popular Bank, which has branches located in New York, New Jersey and Florida.

Cautionary Note Regarding Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, including without limitation those regarding Popular's business, financial condition, results of operations, plans, objectives and future performance. These statements are not guarantees of future performance, are based on management's current expectations and, by their nature, involve risks, uncertainties, estimates and assumptions. Potential factors, some of which are beyond the Company's control, could cause actual results to differ materially from those expressed in, or implied by, such forward-looking statements. Risks and uncertainties include, without limitation, the effect of competitive and economic factors, and our reaction to those factors, the adequacy of the allowance for loan losses, delinquency trends, market risk and the impact of interest rate changes (including on our cost of deposits), our ability to attract deposits and grow our loan portfolio, capital market conditions, capital adequacy and liquidity, the effect of legal and regulatory proceedings, the receipt of necessary regulatory approvals, including for dividends by the Company's subsidiaries, and the timing of those regulatory approvals, new regulatory requirements or accounting standards on the Company's financial condition and results of operations, the occurrence of unforeseen or catastrophic events, such as extreme weather events, pandemics, man-made disasters or acts of violence or war, as well as actions taken by governmental authorities in response thereto, and the direct and indirect impact of such events on Popular, our customers, service providers and third parties. Other potential factors include Popular's ability to successfully execute its Transformation initiative, including, but not limited to, achieving projected earnings, efficiencies and return on tangible common equity and accurately anticipating costs and expenses associated therewith, our ability to execute capital actions, including with respect to share repurchases and dividends, the imposition of additional or special FDIC assessments, or increases thereto, the occurrence of any cyber-security event, changes to regulatory capital, liquidity and resolution-related requirements applicable to financial institutions, the impact of bank failures or adverse developments at other banks and related negative media coverage of the banking industry in general on investor and depositor sentiment regarding the stability and liquidity of banks, and changes in and uncertainty regarding federal funding, tax and trade policies, rulemaking, supervision, examination and enforcement priorities of the federal administration. All statements contained herein that are not clearly historical in nature, are forward-looking, and the words "anticipate," "believe," "continues," "expect," "estimate," "intend," "project" and similar expressions, and future or conditional verbs such as "will," "would," "should," "could," "might," "can," "may" or similar expressions, are generally intended to identify forward-looking statements.

More information on the risks and important factors that could affect the Company's future results and financial condition is included in our Annual Report on Form 10-K for the year ended December 31, 2025, the Quarterly Report on Form 10-Q for the quarter ended March 31, 2026 and the Quarterly Report on Form 10-Q for the quarter ended June 30, 2026 to be filed with the Securities and Exchange Commission. Our filings are available on the Company's website (www.popular.com) and on the Securities and Exchange Commission website (www.sec.gov). The Company assumes no obligation to update or revise any forward-looking statements or information which speak as of their respective dates.

Popular, Inc.

Investor Relations:
Paul J. Cardillo, 212-417-6721
Senior Vice President and Investor Relations Officer
pcardillo@popular.com

or

Media Relations:
MC González Noguera, 917-804-5253
Executive Vice President and Chief Communications & Public Affairs Officer
mc.gonzalez@popular.com